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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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FORM 10-Q

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QUARTERLY REPORT UNDER SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended March 28, 1992 Commission file number 0-19879

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92-22440

CytoRad Incorporated

(Exact name of Registrant as specified in its charter)

Delaware	22-3140778
(State or other jurisdiction of Incorporation or Organization)	(I.R.S. Employer's Identification Number)

600 College Road East, CN 5308, Princeton, NJ 08540-5308
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code (609) 987-8270.
Securities registered pursuant to Section 12(b) of the Act: None
Securities registered pursuant to Section 12(g) of the Act:

Callable Common Stock, $.01 par value*
(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes X No__.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Outstanding at March 28, 1992
Callable Common Stock, $.01 par value	4,025,000

* The Callable Common Stock is registered pursuant to Section 12 of the Securities Exchange Act of 1934 as part of Units, each Unit consisting of one share of the Callable Common Stock of CytoRad Incorporated and one Warrant to purchase one share of the Common Stock of Cytogen Corporation.

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PART I - FINANCIAL INFORMATION

Item 1 - Financial Statements

INTRODUCTORY NOTES TO FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Registrant, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. In the opinion of the Registrant, these financial statements contain all adjustments necessary to present fairly the financial position of CytoRad Incorporated as of March 28, 1992 and December 28, 1991, the results of operations for the thirteen week period ended March 28, 1992, and the cash flows for the thirteen week period ended March 28, 1992. Because the registrant was incorporated on December 2, 1991 and has not commenced operations as of December 28, 1991, the results of operations and cash flows for the prior year are not presented.

The results of operations for the period ended March 28, 1992 is not necessarily indicative of the operating results for the full year.

This report includes 11 pages, including the cover page and signature page.

CYTORAD INCORPORATED
BALANCE SHEET
(Unaudited)

ASSETS	March 28, 1992	December 28, 1991
Current Assets:		
Cash and cash equivalents	$11,389,150	$ 100
Short term investments	22,800,479	-
Accrued interest receivable	384,373	-
Other current assets	-	147,625
Total current assets	34,574,002	147,725
	$34,574,002	$147,725
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Due to Cytogen Corporation	$1,725,191	$147,625
Accrued liabilities	230,249	-
Total current liabilities	1,955,440	147,625
Long Term Debt	100	-
Stockholders' Equity:		
Callable Common stock, $.01 par value, 4,025,000 shares authorized, 4,025,000 and 100 shares issued and outstanding in 1992 and 1991, respectively	40,250	1
Additional paid-in capital	36,592,250	99
Accumulated deficit	(4,014,038)	-
Total stockholders' equity	32,618,462	100
	$34,574,002	$ 147,725

The accompanying notes are an integral part of this statement.

CYTORAD INCORPORATED
STATEMENT OF OPERATIONS
(Unaudited)

	Thirteen Weeks Ended March 28, 1992
INTEREST INCOME	$ 141,449
OPERATING EXPENSES:	
Research and development	4,114,640
General and administrative	40,847
	4,155,487
Net Loss	$ (4,014,038)
Net Loss Per Share	$ (2.61)
Weighted Average Common Shares Outstanding	1,538,521

The accompanying notes are an integral part of this statement.

CYTORAD INCORPORATED
STATEMENT OF CASH FLOWS
(Unaudited)

	Thirteen Weeks Ended March 28, 1992
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net Loss	$(4,014,038)
Adjustments to Reconcile Net Loss to Cash Used for Operating Activities:	
Changes in Assets and Liabilities:	
Accrued interest receivable	(384,373)
Other current assets	147,625
Accounts payable and accrued liabilities	1,807,815
Total adjustments	1,571,067
Net cash used for operating activities	(2,442,971)
CASH FLOWS FROM INVESTING ACTIVITIES:	
Increase in Short Term Investments	(22,800,479)
Net cash used for investing activities	(22,800,479)
CASH FLOWS FROM FINANCING ACTIVITIES:	
Long Term Debt	100
Repurchase of Common Stock	(100)
Proceeds from Issuance of Callable Common Stock	36,632,500
Net cash provided by financing activities	36,632,500
Net Increase in Cash and Cash Equivalents	11,389,050
Cash and Cash Equivalents, Beginning of Period	100
Cash and Cash Equivalents, End of Period	$11,389,150

The accompanying notes are an integral part of this statement.

CYTORAD INCORPORATED
NOTES TO FINANCIAL STATEMENTS

(Information as of March 28, 1992 and for the thirteen week period ended March 28, 1992 is unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Business

CytoRad Incorporated (the "Company") was incorporated on December 2, 1991 in the State of Delaware and is engaged in the research and product development of proprietary antibody-based products for diagnosis and treatment of prostate and bladder cancers. There is no assurance that any products will be successfully developed from this effort or that, if developed, the commercialization of any products which will require substantial additional funds will be successful or will result in a profitable level of operations for the Company.

As of December 28, 1991, the Company had not yet commenced operations, and its only activity had been certain pre-public offering activity. In February and March 1992, the Company and Cytogen Corporation ("Cytogen") completed a public offering of 4,025,000 units, each unit consisting of one share of the Company's callable common stock and one warrant to purchase one share of Cytogen's common stock. The Company has received all of the approximate $37.4 million net proceeds of the offering and is obligated to pay Cytogen substantially all such net proceeds. Since the majority of the Company's activities are conducted under contract with Cytogen, the Company does not maintain space or occupy facilities.

Certain officers and directors of the Company are also officers and directors of Cytogen. As of March 28, 1992, the Company owed Cytogen $569,751 for registration and legal fees associated with the public offering.

Fiscal Year

The Company operates on a 52-53 week fiscal year ending on the Saturday nearest to December 31.

Short Term Investments

Short term investments are stated at cost, which approximate market value, and consist primarily of corporate medium term notes.

Statement of Cash Flows

The Company considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents.

Revenue Recognition

To date, the Company's only source of revenue is interest earned on its cash and short term investments. Interest income is recognized when earned.

Research and Development

Research and development expenditures consist of payments made to Cytogen to conduct research and product development of proprietary antibody-based products pursuant to the Development Agreement, described below, for the diagnosis and treatment of prostate and bladder cancers (the "Products"), as well as a one-time payment to license such technology. All research and development costs are expenses as incurred. As of March 28, 1992, the Company recorded $4.1 million in research and development expense which included a one-time $3.0 million non-refundable licensing fee.

2. AGREEMENTS AND RELATIONSHIPS WITH CYTOGEN CORPORATION

In connection with the closing of the public offering, the Company and Cytogen entered into various agreements described below.

Technology License Agreement

Under a technology license agreement, Cytogen granted to the Company a license to all of Cytogen's antibody-based patent and proprietary technology rights and know-how to develop and, subject to existing licensing arrangements of Cytogen, to commercialize the Products for the indicated applications. Under this agreement, the Company made an initial non-refundable payment of $3.0 million to Cytogen in February 1992.

Development Agreement

The Products will be developed pursuant to a research and development agreement under which Cytogen will use funds provided by the Company to conduct research and development relating to the Products. Under the development agreement, Cytogen will be compensated on a fully burdened cost reimbursement basis plus a 10% management fee, in which, over the term of the agreement, will consume substantially all of the net proceeds of the public offering. The development agreement will automatically terminate upon the earlier of (1) the later of (a) payment to Cytogen of all funds available for research and development under the development agreement or (b) the 90th day after the Company provides Cytogen with a financial statement of the Company showing cash on hand of less than $2 million, or (ii) expiration or termination of Cytogen's stock purchase option described below, which may be terminated by either party in certain events.

License Option Agreement

The Company has granted Cytogen a license option to acquire from the Company licenses to commercialize each of the Products. The license option is exercisable with respect to a Product at any time following filing with the FDA of the application seeking approval to market that Product and remains exercisable until 90 days after approval to market the Product has been received from the FDA, but in no event after the earlier of (1) 90 days after the termination of the development agreement and (ii) termination of the stock purchase option described below.

Under the license option agreement, if Cytogen does not exercise its license option with respect to either or both the therapy Products, then the Company may in certain circumstances cause Cytogen to manufacture and market such Product or Products.

Stock Purchase Option

The Company's callable common stock is subject to a purchase option granted to Cytogen pursuant to an agreement under which Cytogen may purchase all (but not less than all) of the shares of the Company's common stock from the holders of the stock at a fixed option price which will increase periodically. The stock purchase option is exercisable at any time until the earlier of (1) January 31, 1997 or (ii) the 90th day after the Company provides Cytogen with quarterly financial statements of the Company showing cash on hand of less than $2 million, although Cytogen may at its election extend the period by providing additional funding for the product development program (but in no event beyond January 31, 1997). The stock purchase option may terminate earlier in certain circumstances. The stock purchase option exercise price may be paid in cash, in shares of Cytogen's common stock, or in any combination thereof, at Cytogen's discretion, generally within 60 days after exercise of the stock purchase option.

Under its certificate of incorporation and a promissory note from the Company to Cytogen, the Company and its stockholders are prohibited from taking any action or permitting any action to be taken that is inconsistent with the rights of Cytogen under the stock purchase option agreement. The Company is prohibited from issuing additional capital stock, borrowing more than $1 million in the aggregate, declaring or paying dividends, or merging, liquidating or selling substantially all of its assets, without the approval of Cytogen.

Administrative Services

Under a services agreement, Cytogen provides certain services to the Company, including financial, legal, investor communications and other administrative services. Cytogen receives reimbursement for its fully burdened costs of providing such services.

At any time prior to January 31, 1997, Cytogen may elect to exercise its stock purchase option to purchase all, but not less than all, of the outstanding shares of the Company's common stock. The purchase option is structured to induce Cytogen to exercise its option no later than January 31, 1995 at a price of $19.50 per share. If Cytogen exercises the option after January 31, 1995, the share price increases 35% to $26.40 per share through January 31, 1996 and 41% more to $37.10 per share through January 31, 1997.

There can be no assurance that Cytogen will elect to exercise any of its license or stock purchase options.

PART II - **OTHER INFORMATION**

Item 4 - **Submission of Matters to the Vote of Security Holders**

None

Item 5 - None

Item 6 - **Exhibits and reports in Form 8-K**

a. None

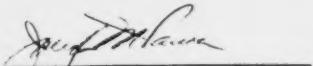
b. No reports on Form 8-K have been filed during the quarter for which this report is filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CYTORAD INCORPORATED

Date May 11, 1992



Joseph M. Paiva
Authorized Officer,
Treasurer and Chief Financial and
Accounting Officer